

RECORDATION NO. 25604-B FILED

JUN 8 '10 -4 00 PM

SURFACE TRANSPORTATION BOARD

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June 8, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Railcar Lease, dated as of May 28, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Net Railcar Lease for Schedule No. 2 previously filed with the Board under Recordation Number 25604-A.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Assignee: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

[Lessee: Ash Grove Cement Company
11011 Cody Street
Overland Park, KS 662104]

Section Chief
June 8, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

68 railcars: GBRX 83330 - GBRX 83399 (excluding GBRX 83335 and 83357).

A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUN 08 '10 -4 00 PM

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE

(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of May 28, 2010 is between GREENBRIER LEASING COMPANY LLC (the "Assignor") and MIDWEST RAILCAR CORPORATION (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

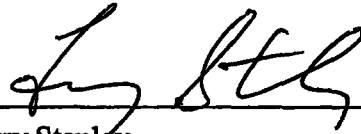
A. The Assignor, as lessor, has leased to Ash Grove Cement Company, as lessee (the "Lessee"), sixty-eight (68) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule No. 02 dated as of May 8, 2005, to that certain Master Net Railcar Lease dated as of April 1, 2005, by and between Assignor, as lessor, and Lessee, as lessee (collectively, the "Lease").

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor has assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

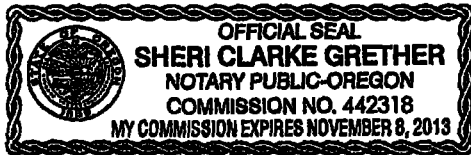
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.


GREENBRIER LEASING COMPANY LLC,
as Assignor

By: 
Larry Stanley
Vice President

STATE OF OREGON)
) SS:
COUNTY OF CLACKAMAS)

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Clackamas this 26 day of May, 2010 by Larry Stanley, as Vice President of Greenbrier Leasing Company LLC, an Oregon limited liability company.




Notary Public
My commission expires: November 8, 2013

[Notarial Seal]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION

("Assignee")

By: 

(SHAL)

Name: Richard M. Folio

Title: Executive Vice President

STATE OF MARYLAND)

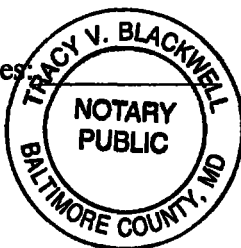
) SS:

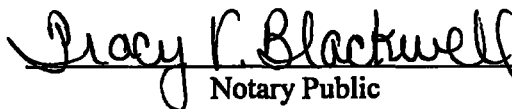
CITY OF BALTIMORE)

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 26th day of May, 2010 by Richard M. Folio, as an Executive Vice President of MIDWEST RAILCAR CORPORATION, an Illinois corporation.

My commission expires

[Notarial Seal]




Notary Public

TRACY V. BLACKWELL
Notary Public State of Maryland
My Commission Expires 12/07/2013

DESCRIPTION OF RAILCARS

Sixty-eight (68) 3,256 c.f., 286,000 GRL covered hopper railcars with three 30-inch circular loading hatches and two Miner MKE 10183 gravity discharge outlets with gaskets, each built by ARI – Paragould in 2005 and bearing the following reporting marks and numbers:

GBRX 83330 through GBRX 83399, excluding GBRX 83335 and GBRX 83357

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: June 8, 2010



Robert W Alvord